

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

DELPHI CORPORATION, et al.

Debtors

Case No. 05-44481
Chapter 11
(jointly administered)

Judge Arthur J. Gonzalez

**OBJECTION OF CREDITOR ZF BOGE ELASTMETALL, LLC
TO DEBTOR'S "NOTICE OF ASSUMPTION AND/OR ASSIGNMENT OF
EXECUTORY CONTRACT OR UNEXPIRED LEASE TO BUYERS IN
CONNECTION WITH SALE OF STEERING AND HALFSHAFT BUSINESS"**

Now comes Creditor ZF BOGE ELASTMETALL, LLC ("ZF Boge") and hereby objects to the Notice of Assumption and/or Assignment of Executory Contract or Unexpired Lease to Buyers in Connection with Sale of Steering and Halfshaft Business ("Notice") dated January 23, 2008 for the following reasons:

1. Debtors' Notice lists on its Exhibit 1 a Purchase Order Number 90I4381 and apparently lists that Purchase Order as belonging or relating to ZF Technologies LLC.
2. Debtors have not offered to Cure Purchase Order Number 90I4381.
3. Purchase Order Number 90I4381 is a pre-petition agreement (original "Order Issue Date" 09/19/00).
4. Pre-Petition defaults exist on Purchase Order Number 90I4381 in the amount of \$17,830.70.

5. Unpaid pre-petition amounts due on Purchase Order Number 90I4381 are included in ZF Boge's Claim (Claim #12017 assigned to Hain Capital Holdings LLC in the total amount of \$99,852.32); ZF Boge and/or Hain Capital Holdings LLC have provided documentation of the amounts claimed in connection with Claim #12017.

6. The actual amount owed to ZF Boge to Cure said Purchase Order is \$17,830.70 (the remainder of Claim #12017 relates to other Purchase Orders). This is the appropriate cure amount with respect to the assumption of this executory contract between Debtors and ZF Boge.

7. Accordingly, ZF Boge objects to the Notice described above to the extent that it purports to assume or assign Purchase Order Number 90I4381 without cure and respectfully requests that the Court order that the correct cure amount is \$17,830.70.

8. Apart from correction of the cure amount; ZF Boge has no objection to assignment and/or assumption of Purchase Order Number 90I4381.

WHEREFORE, ZF Boge respectfully requests that the Court enter an Order (1) conditioning assumption or assignment of Purchase Order Number 90I4381 on the cure payment of \$17,830.70; and (2) providing ZF Boge such other relief as the Court deems appropriate in these instances.

Respectfully submitted,

/s/ John J. Hunter, Jr.

John J. Hunter, Jr. (Ohio #0034602)

Hunter & Schank Co., LPA

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Toledo, Ohio 43604

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CERTIFICATE OF SERVICE

Undersigned counsel hereby certifies that a true and accurate copy of the foregoing Objection of Creditor ZF Boge Elastmetall, LLC To Detor's Notice of Assumption and/or Assignment of Executory Contract or Unexpired Lease to Buyers in Connection with Sale of Steering and Halfshaft Business was served electronically through the Court's electronic transmission facilities upon those parties receiving such service in this case and by ordinary United States mail service this 31st day of January, 2008 upon the following:

Honorable Robert D. Drain
United States Bankruptcy Judge
United States Bankruptcy Court
for the Southern District of New York
One Bowling Green, Room 610
New York, New York 10004

Hain Capital Holdings (Attn: Rachel Yamnick)
Hain Capital Group, LLC
301 Route 17 North, 6th FL
Rutherford, NJ 07070

Sarah J. Platt, Esq.
Skadden Arps Slate Meagher & Flom LLP
333 West Wacker Drive, Ste. 2100
Chicago, Illinois 6060

And by overnight courier this 31st day of January, 2008 upon the following:

Delphi Automotive Systems LLC
(Attn: Legal Staff)
5725 Delphi Drive
Troy, Michigan 48098

Delphi Corporation
(Attn: Deputy General Counsel, Transactional & Restructuring)
5725 Delphi Drive
Troy, Michigan 48098

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Office of the United States Trustee
Attn: Alicia M. Leonhard, Esq.
33 Whitehall Street, Ste. 2100
New York, New York 10004

/s/ John J. Hunter, Jr.
John J. Hunter, Jr. (Ohio #0034602)